

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **April 30, 2021**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: **000-56142**

**Everything Blockchain, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**82-1091922**

(I.R.S. Employer  
Identification No.)

**3027 US Highway 17  
Fleming Island, FL**

(Address of principal executive offices)

**32003**

(Zip Code)

**(321) 802-2474**

Registrant's telephone number, including area code

**OBITX, INC.**

(Former name and address, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 31, 2021, the Company had 6,144,125 shares of common stock, \$0.0001 par value outstanding.

Transitional Small Business Disclosure Format Yes  No

Everything Blockchain, INC.

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## PART I – FINANCIAL INFORMATION

### Item 1. Financial Statements

#### Interim Condensed Financial Statements and Notes to Interim Financial Statements

##### General

The accompanying unaudited condensed consolidated interim financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the financial statements included in the Company's original S-1 filing and the annual audit for the year ended January 31, 2021. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended April 30, 2021 is not necessarily indicative of the results that can be expected for the year ending January 31, 2022.

Please see Risk Factors in the Form 10-K filed June 5, 2020 concerning Covid-19 for further information.

**Everything Blockchain, Inc.**  
**and SUBSIDIARIES**  
**Consolidated Balance Sheets**  
(In thousands except number of shares and par value)

	(unaudited) <b>April 30,</b> <b>2021</b>	(audited) <b>January 31,</b> <b>2021</b>
<b>ASSETS</b>		
Current assets		
Cash	\$ 41	\$ -
Interest receivable	101	90
Current cryptocurrencies, net	2,076	123
Prepaid expenses	-	1
Total current assets	<u>2,218</u>	<u>214</u>
Property, plant and equipment, net	233	-
Cryptocurrency, net	80	98
Loan receivable	1,400	1,400
Total assets	<u>\$ 3,931</u>	<u>\$ 1,712</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable and accrued expenses	\$ 23	\$ 6
Accounts payable related party	647	13
Due to Related Party	501	-
Reserve for legal settlements	154	154
Deferred revenue	200	-
Total current liabilities	<u>\$ 1,525</u>	<u>\$ 173</u>
Total Liabilities	<u>\$ 1,525</u>	<u>\$ 173</u>
Stockholders' equity		
Common stock, \$0.0001 par value, voting; 200,000,000 shares authorized; 6,074,125 and 5,974,125 shares issued and outstanding, as of April 30, 2021 and January 31, 2021, respectively.	1	1
Additional paid in capital	55,046	54,946
Accumulated deficit	(52,641)	(53,408)
Total stockholders' equity	<u>\$ 2,406</u>	<u>\$ 1,539</u>
Total liabilities and stockholders' equity	<u>\$ 3,931</u>	<u>\$ 1,712</u>

See accompanying notes to unaudited consolidated financial statements.

**Everything Blockchain, Inc.  
and SUBSIDIARIES**  
**Consolidated Statements of Operations**

(In thousands except number of shares and per share amount)  
(unaudited)

	For the three months ended	
	April 30,	
	2021	2020
Revenue from services	\$ 1,081	\$ -
Other revenue	72	-
Total gross revenue	1,153	-
Cost of services	571	-
Gross income	\$ 582	\$ -
Selling, general, and administrative	26	48,178
Payroll	114	-
Consultant fees	-	34
Total operating expenses	\$ 140	\$ 48,212
Net profit (loss) from operations	442	(48,212)
Other income (expense)	325	(5)
Net profit (loss) before discontinued operations	\$ 767	\$ (48,217)
Income(expense) from discontinued operations	-	(1)
Net profit (loss)	\$ 767	\$ (48,218)
Basic and diluted (loss) per share:		
Income (Loss) per share from continuing operations	\$ 0.13	\$ (4.93)
Income (Loss) per share - discontinued	-	(4.93)
Weighted average shares outstanding - basic	5,993,443	9,773,357

See accompanying notes to unaudited consolidated financial statements.

**Everything Blockchain, Inc.**  
**and SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
(In thousands except than share amount)  
For the quarter ending April 30, 2021

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Income (Deficit)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance – January 31, 2021	800,000	\$ 0	5,974,125	\$ 1	\$ 54,946	\$ (53,408)	\$ 1,539
Warrant exercise	-	-	100,000	0	100	-	100
Net gain (loss)	-	-	-	-	-	767	767
Balance – April 30, 2021	800,000	\$ 0	6,074,125	\$ 1	\$ 55,046	\$ (52,641)	\$ 2,406

**Everything Blockchain, Inc.**  
**and SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
(In thousands except than share amount)  
For the quarter ending April 30, 2020

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Income (Deficit)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance – January 31, 2020	-	\$ -	10,460,000	\$ 1	\$ 3,501	\$ (4,109)	\$ (608)
Conversion of common to series B preferred	500,000	-	(5,000,000)	(1)	(0)	-	(1)
Conversion of accounts payable	-	-	246,317	0	1,664	-	1,664
Issuance of Series A preferred	150,000	-	-	-	41,068	-	41,068
Issuance of series B preferred	150,000	-	-	-	6,629	-	6,629
Imputed Interest	-	-	-	-	4	-	4
Net gain (loss)	-	-	-	-	-	(48,218)	(48,218)
Balance – April 30, 2020	800,000	\$ 0	5,706,317	\$ 1	\$ 52,866	\$ (52,327)	\$ 539

See accompanying notes to unaudited consolidated financial statements.

**Everything Blockchain, Inc.  
and SUBSIDIARIES**  
**Statements of Cash Flows**  
(In thousands)  
**For the three months ended April 30,**

	<u>2021</u>	<u>2020</u>
<b>Cash flows from operating activities:</b>		
Net (Loss)	\$ 767	\$ (48,218)
<i>Adjustments to reconcile net loss to net</i>		
<i>Cash provided by (used in) operating activities:</i>		
Stock based compensation	-	48,153
Realized gain on investment in cryptocurrency, net	17	-
Imputed interest	-	4
<i>Decrease (Increase) in:</i>		
Accounts payable to related party	634	-
Reverse of bad debt	(233)	-
Accrued interest	(11)	1
Prepaid expenses and other current assets	1	-
Accounts payable, accrued expenses and taxes payable	17	45
Deferred revenue	200	-
Net cash used In operating activities	<u>\$ 1,394</u>	<u>\$ (15)</u>
<b>Cash flows from investing activities:</b>		
<i>Increase (Decrease) in:</i>		
Acquisition of cryptocurrencies, net	(1,953)	-
Net cash received in investing activities	<u>\$ (1,953)</u>	<u>-</u>
<b>Cash Flows From Financing Activities:</b>		
Borrowing from (payment to) related party	500	15
Proceeds from Issuance of Stock, Net	100	0
Net Cash Provided By Financing Activities	<u>\$ 600</u>	<u>\$ 15</u>
Net Change in Cash	41	0
Cash at Beginning of Year	-	-
Cash at End of Year	<u>\$ 41</u>	<u>\$ 0</u>
<b>Supplemental Disclosure of Cash Flows Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
<b>Non-cash Investing and Financing Activities:</b>		
Loan of cryptocurrency	<u>\$ 500</u>	<u>\$ -</u>
Accounts receivable settlement for Render Payment	<u>\$ 233</u>	<u>\$ -</u>
Impairment of cryptocurrencies, net	<u>\$ 18</u>	<u>\$ -</u>

See accompanying notes to unaudited consolidated financial statements.

**Everything Blockchain, Inc.**  
**Notes to Consolidated Financial Statements**  
**(Unaudited)**

**Note 1. Organization and Basis of Presentation**

The accompanying unaudited financial statements of Everything Blockchain, Inc., (the “Company”, “we”, “our”), have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”).

**Basis of Presentation**

The accompanying consolidated financial statements include the accounts of the Company and its subsidiaries and have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). All significant intercompany accounts and transactions have been eliminated.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Render Payment, LLC, (“Render”).

**Description of Business**

The Company’s early model was to earn revenue through social media advertising, fees, and services. Under this plan, the Company developed its white label software solution for BOTS under the 420 Cloud brand. After multiple attempts to secure acceptance in the market, the Company discontinued this operation during the fiscal year ended January 31, 2020.

In April 2020 the Company divested and sold its white label software solution and changed direction of its business. The Company has become a developer, engineer, and consultant in the industry of blockchain technologies.

**Subsidiaries of the Company**

On April 26, 2021, in a settlement agreement with Render Payment, LLC owners, the Company became the sole owner of Render Payment, LLC, in exchange for an outstanding accounts receivable the company impaired in 2019. The settlement was considered a related party transaction and conducted as an arm’s length transaction approved by board members not associated with Render Payment.

**Note 2. Summary of Significant Accounting Policies**

**Principles of Consolidation**

The consolidated financial statements include the accounts of the Company, the wholly owned subsidiaries of Render Payment, LLC.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The most significant estimates include: revenue recognition; sales returns and other allowances; allowance for doubtful accounts; valuation of inventory; valuation and recoverability of long-lived assets; property and equipment; contingencies; and income taxes.

On a regular basis, management reviews its estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such reviews, and if deemed appropriate, those estimates are adjusted accordingly. Actual results could differ from those estimates.



### **Concentration of Credit Risk and Significant Customers**

Financial instruments which potentially subject the Company to a concentration of credit risk consist principally of temporary cash investments and accounts receivable. The Company places its temporary cash investments with financial institutions insured by the FDIC.

Concentrations of credit risk with respect to trade receivables and commodities are limited due to the diverse group of customers to whom the Company provides services to. The Company establishes an allowance for doubtful accounts when events and circumstances regarding the collectability of its receivables or the selling of its commodities warrant based upon factors such as the credit risk of specific customers, historical trends, other information and past bad debt history. The outstanding balances are stated net of an allowance for doubtful accounts.

Revenues from one customer represent \$1,000,000 and \$0 of the company's revenue for the periods ended April 30, 2021 and 2020, respectively.

Our cash balances are maintained in accounts held by major banks and financial institutions located in the United States. The Company may occasionally maintain amounts on deposit with a financial institution that are in excess of the federally insured limit of \$250,000. The risk is managed by maintaining all deposits in high-quality financial institutions. The Company had \$0 in excess of federally insured limits on April 30, 2021, and January 31, 2021.

For the quarter ended April 30, 2020 there was \$101,000 in interest receivable and \$90,000 for the year ended January 31, 2021.

### **Cash and Cash Equivalents**

The Company includes in cash and cash equivalents all short-term, highly liquid investments that mature within three months of the date of purchase. Cash equivalents consist principally of investments in interest-bearing demand deposit accounts and liquidity funds with financial institutions and are stated at cost, which approximates fair value. For cash management purposes, the company concentrates its cash holdings in an account at Radius Bank. The Company had no cash equivalents as of April 30, 2021, or January 31, 2021.

### **Basic and Diluted Net Earnings (Loss) Per Share**

The Company follows *ASC Topic 260 – Earnings Per Share*, and *FASB 2015-06, Earnings Per Share* to account for earnings per share. Basic earnings per share ("EPS") calculations are determined by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share calculations are determined by dividing net income by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation.

### **Commitments and Contingencies**

The Company reports and accounts for its commitments and contingencies in accordance with *ASC 440 – Commitments* and *ASC 450 – Contingencies*. We recognize a loss on a contingency when it is probable a loss will incur and that the amount of the loss can be reasonably estimated. The Company recognized \$0 as a loss on contingencies in the three month periods ending April 30, 2021 and April 30, 2020.

### **Note 3. Going Concern**

The Company's financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is new and has a limited history, no certainty of continuation can be stated. The accompanying financial statements for the quarter ended April 30, 2021 and April 30, 2020, has been prepared to assume that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

Management is taking steps to raise additional funds to address its operating and financial cash requirements to continue operations in the next twelve months. Management has devoted a significant amount of time to the raising of capital from additional debt and equity financing. However, the Company's ability to continue as a going concern is dependent upon raising additional funds through debt and equity financing and generating revenue. There are no assurances the Company will receive the necessary funding or generate the revenue necessary to fund operations. The financial statements contain no adjustments for the outcome of this uncertainty.

**Note 4. Revenue**

Under Topic 606, revenue is recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract; and,
- Recognition of revenue when, or as, we satisfy a performance obligation.

The following table presents revenue of the Company disaggregated by revenue source (in thousands):

	<b>Revenue</b>	
	<b>For the three months ended</b>	
	<b>April 30,</b>	
	<b>2021</b>	<b>2020</b>
Net revenue		
Transactional revenue		
Consulting and services revenue	\$ 1,040	\$ -
Total transaction revenue	\$ 1,040	\$ -
Subscription and services revenue		
Staking revenue	41	-
Total subscription and services revenue	\$ 41	\$ -
Total net revenue	\$ 1,081	\$ -
Other revenue		
Crypto asset sales revenue	61	-
Interest income	11	-
Total other revenue	\$ 72	\$ -
Total revenue	\$ 1,153	\$ -

*Transaction revenue*

The Company charges a fee for its services at the transactional level. We provide a service and charge a fee for provided those services. Currently the Company is engaged in developing, engineering, and designing blockchain projects, to include platforms and cryptocurrencies for customers. We typically treat all revenue generated from third parties for services as transaction revenue.

*Subscription and service revenue*

Subscription and service revenue primarily consist of staking revenue. The Company participates in networks with proof-of-stake consensus algorithms, through creating or validating blocks on the network. In exchange for participating in the consensus mechanism of these networks, the Company earns rewards in the form of the native token of the network. Each block creation or validation is a performance obligation. Revenue is recognized at the point when the block creation or validation is complete, and the rewards are available for transfer. Revenue is measured based on the number of tokens received and the fair value of the token at the date of recognition.

*Other revenues*

The Company includes Interest income as a part of revenue when generated from non-cash or cash equivalents as other revenue within net revenue. Interest earned on cash and cash equivalents is included in corporate interest income, within other income.

Other revenue also includes the sale of crypto assets. The Company records the total value of the sale in other revenue and the cost of the crypto assets in other operating expenses within the consolidated statements of operations.

86% of the revenue generated by the Company has come from customer in the European theatre.

**Note 5. Notes**

On March 17, 2021 the Company entered into a loan agreement for \$500,000 with Epic Industry Corp, a wholly owned company of Michael Hawkins, the Company's CFO. The loan was financed with \$500,000 of GUSD cryptocurrency tokens, a stable coin. The interest rate is 3% per annum. The loan is due in full on April 1, 2022.

**Note 6. Related Party Transactions**

During the three months ending April 30, 2021 and year ended January 31, 2021 Overwatch Partners paid multiple different expenses on behalf of the Company, which the Company treats as an account payable to related party. The total amount owed by the Company to Overwatch Partners as of April 30, 2021 was \$22,862. The amount owed for the year ended January 31, 2021 was \$12,862.

During the quarter ended April 30, 2021 the Company booked \$571,252 in consulting expense to Epic Industry Corp directly related to sales as per the terms of the Agreement.

During the quarter ended April 30, 2021 the Company booked \$114,250 in payroll expense to Michael Hawkins, which represents 10% of the total sales during the quarter as per the terms of his Agreement.

On April 12, 2021 Epic Industry Corp, wholly owned by Michael Hawkins, the Company's CFO, exercised the warrant it has and purchased 100,000 shares of common stock in exchange for \$100,000. (See Note 7 – Stockholders' Equity).

The Company issued seven warrants to its officers and directors which may purchase up to a total of 1,100,000 common shares of stock at \$2.21 per share during the quarter ended April 30, 2021. (See Note 12 – Warrants).

On March 17, 2021 the Company borrowed \$500,000 from Epic Industry Corp, a wholly owned company of Michael Hawkins, the Company's Chairman and CFO. (See Note 5 – Notes)

On April 29, 2020 the Company converted 5,000,000 shares of common stock owned by BOTS, Inc., into 500,000 shares of Series B Preferred stock (see Note 7 – Stockholders' Equity).

On April 22, 2020 the Company converted \$104,987 outstanding accounts payable to Paul Rosenberg into 130,128 shares of common stock of the company at \$0.75 per share. (See Note 7 – Stockholder's Equity)

On April 17, 2020 the Company issued 50,000 shares of Series A Preferred Stock to Epic Industry Corp and 100,000 shares of Series A Preferred Stock to Overwatch Partners, Inc. (See Note 7 – Stockholder's Equity).

On April 17, 2020 the Company issued 150,000 shares of Series B Preferred Stock to Paul Rosenberg. (See Note 7 – Stockholder's Equity).

**Note 7. Stockholders' Equity**

**Common Stock**

As of April 30, 2021 and January 31, 2021, the Company had 200,000,000 common shares authorized, with 6,074,125 and 5,974,125 common shares at a par value of \$0.0001 issued and outstanding, respectively.

On April 12, 2021 Epic Industry Corp, wholly owned by Michael Hawkins, the Company's CFO, exercised the warrant it has and purchased 100,000 shares of common stock in exchange for \$100,000. Epic Industry Corp elected to issue the shares in the name of Timothy R Schucker and Anastasia Hawkins JTWROS, the daughter and son-in-law of Michael Hawkins.

On April 22, 2020 the Company converted the following accounts payable into shares of common stock at the rate of \$0.75 per share. Based upon the stock price of \$6.75 on April 22, 2020 the Company recorded the following stock-based compensation as part of the accounts payable conversion action (\$ in thousands except for shares issued):

<b>Name</b>	<b>AP Balance</b>	<b>Shares Issued</b>	<b>FMV</b>	<b>Stock Based Compensation</b>
Paul Rosenberg	\$ 105	130,128	\$ 878	\$ 773
Brandy Craig	\$ 69	88,455	\$ 597	\$ 528
Law Offices of Carl G Hawkins	\$ 6	8,504	\$ 57	\$ 51
Thomas G Amon	\$ 15	19,230	\$ 130	\$ 115
Total	\$ 195	246,317	\$ 1,662	\$ 1,467

## Preferred Stock

### Series A Preferred

As of April 30, 2021 and January 31, 2021, the company had 1,000,000 Series A Preferred shares, par value \$0.0001, authorized, with 150,000 and 0 Series A Preferred shares issued and outstanding, respectively. The Series A Preferred stock converts into common stock after 2 years since its issuance. The conversion rate for every 1 share of Series A Preferred stock is 50 shares of common stock. The Series A Preferred stock votes 1,000 shares of common stock for every 1 share. Each share of Series A Preferred stock votes 1,000 shares of common stock, has no redemption rights, receives no dividends and has preference in dissolution over Common Stock.

During the quarter ending April 30, 2020 the Company sold 150,000 shares of Series A Preferred Stock to Epic Industry Corp at par value for a total payment of \$15. Epic Industry Corp, through its sole shareholder directed the Company to issue 100,000 shares of Series A Preferred stock to Overwatch Partners, Inc., with the remaining 50,000 shares to Epic Industry Corp. The Company recorded the transaction at FMV of \$41,068,419 with the difference assigned as stock-based compensation. The Company valued the stock under ASC 820 utilizing the Option Pricing Method to value conversion rights, and the Market Approach to value the voting control.

### Series B Preferred

As of April 30, 2021 and January 31, 2021, the company had 1,000,000 Series B Preferred shares, par value \$0.0001, authorized, with 650,000 and 0 Series B Preferred shares issued and outstanding, respectively. The conversion rate for every 1 share of Series B Preferred stock is 10 shares of common stock. Each share of Series B Preferred stock votes 50 shares of common stock, has no redemption rights, receives no dividends and has preference in dissolution over Common Stock and Series A Preferred.

During the quarter ending April 30, 2020 the Company issued 150,000 shares of Series B Preferred stock to Paul Rosenberg in exchange for 60 cryptocurrency ATM machines. Par value of \$15 was recorded as inventory with the FMV of \$6,629,300 minus the par value being recorded as stock-based compensation. The Company valued the stock under ASC 820 utilizing the Option Pricing Method to value conversion rights, and the Market Approach to value the voting control.

On April 29, 2020 the Company converted 5,000,000 shares of common stock owned by BOTS, Inc., into 500,000 shares of Series B Preferred stock. BOTS is restricted from converting the Series B Preferred stock into common stock for a period of 24 months from the conversion. There was no gain or loss on conversion due to conversion terms.

## Note 8. Basic Income per Share before Non-Controlling Interest

Basic Income Per Share - The computation of basic and diluted loss per common share is based on the weighted average number of shares outstanding during each period. The income per share for the quarter ended April 30, 2021 was \$0.13 per share. The loss per share for the quarter ended April 30, 2020 was a loss of \$4.93 per share.

The computation of basic loss per common share is based on the weighted average number of shares outstanding during the period.

## Note 9. Discontinued Operations

On April 20, 2020 the company impaired the 420Cloud software, which was made effective on January 31, 2018. The Company recognized \$800 in expenses from its discontinued operations for three months ended April 30, 2020.

## Note 10. Commitments and Contingencies

The Company reports and accounts for its commitments and contingencies in accordance with *ASC 440 – Commitments* and *ASC 450 – Contingencies*. We recognize a loss on a contingency when it is probable a loss will incur and that the amount of the loss can be reasonably estimated. The Company recognized \$0 as a loss on contingencies in the quarters ended April 30, 2021 and 2020.

## Note 11. Legal Proceedings

The Company may be subject to legal proceedings and claims arising from contracts or other matters from time to time in the ordinary course of business. Management is not aware of any pending or threatened litigation where the ultimate disposition or resolution could have a material adverse effect on its financial position, results of operations or liquidity.

## Note 12. Warrants

On November 1, 2017 the Company issued 7 warrants to officers, directors, and investors for the purchase of up to 3,000,000 shares of common stock at \$1.00 per share. The warrants expire on November 1, 2022 at 5:00 PM Eastern Standard Time. The warrants contain participation rights to any registration statement filed by the Company. In April 2020 the Company cancelled one warrant that authorized the purchase of up to 250,000 shares of common stock. Warrants have been exercised three times for a total of 75,000 shares of common stock for \$75,000, which was paid \$35,000 in cash and \$40,000 as a reduction to accounts payable.

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On February 1, 2021 the Company issued 4 warrants to the Directors (Mark Gilroy, Michael Hawkins, Paul Rosenberg, and Robert Adams) for the purchase of up to a total consolidated 500,000 shares of common stock at \$2.21 per share. Each warrant holder was authorized to purchase up to 125,000 shares of common stock. Under the vesting schedule 50,000 shares are vested upon signing and 25,000 per year for three consecutive years. The warrants expire on January 31, 2026 at 5:00 PM Eastern Standard Time.

On March 11, 2021 the Company issued 3 warrants to the Officers (Robert Adams, Eric Jaffe, and Michael Hawkins) for the purchase of up to a total consolidated 600,000 shares of common stock at \$2.21 per share. Each warrant holder was authorized to purchase up to 200,000 shares of common stock. Under the vesting schedule 50,000 shares are vested upon signing and 50,000 per year for three consecutive years. The warrants expire on January 31, 2026 at 5:00 PM Eastern Standard Time.

A summary of warrant activity for three months ended April 30, 2021 is as follows:

	<u>Shares</u>	<u>Weighted Average Conversion Price</u>
Warrants outstanding at January 31, 2021	2,675,000	\$ 1.00
Exercised	100,000	\$ 1.00
Granted	<u>1,100,000</u>	\$ 2.21
Warrants outstanding at April 30, 2021	3,675,000	\$ 1.36

**Note 13: Sale/acquisition of Assets to/from Related Party**

On April 26, 2021 the Company entered into a settlement agreement with Render Payment, LLC members. Under the settlement the Company became the sole owner of Render Payment, LLC. As part of the transaction the Company recognized other income of \$233,359 as fair market value of the assets obtained under the settlement. The Company received two vehicles with FMV of \$49,250 each and the Render Payment Processing Software with an FMV of \$134,859.

On May 13, 2020 the Company sold its 420 Cloud Software to First Bitcoin Capital, Inc., for the purchase price of \$1,900,000. The \$1,900,000 was paid through the transfer of \$500,000 in BIT cryptocurrency and a \$1,400,000 convertible promissory note. The Company received 122,968,776.18 BIT tokens at the price of \$0.004066098 per token. The convertible promissory note has a simple interest fee of 9% per year and may be converted into First Bitcoin Capital Corp stock at a 10% discount to market or in additional BIT cryptocurrency tokens. The Note has no expiration date. The convertible note receivable is currently convertible into stock that is thinly traded on the OTC Markets and since it was related party the credit is to equity. As of April 30, 2021 the Company has recorded as accrued interest on the note of \$100,935.

**Note 14. Cryptocurrency Assets**

The Company records cryptocurrency assets as an Intangible Asset with Infinite Life. We classify cryptocurrency that have a market value and substantial liquidity as Current Intangible Assets, which we value at fair market value in accordance with Statement No. 157. Cryptocurrencies that do not trade on a market or have limited liquidity as classified as Non-current Intangible Assets and are recorded on a cost basis. The following chart shows our cryptocurrency assets held for the quarter ended April 30, 2021 and for the year ended January 31, 2021:

<b>Everything Blockchain Cryptocurrency Holdings</b>		
Current Assets (in thousands)		
Coin Symbol	As of	As of
	April 30, 2021	January 31, 2021
	FMV	FMV
BTC	\$ 579	\$ -
ETH	1	-
GUSD	191	-
HEX	1,305	123
	<u>\$ 2,076</u>	<u>\$ 123</u>

  

Non-Current Assets (in thousands)		
Coin Symbol	As of	As of
	April 30, 2021	January 31, 2021
	Cost Basis	Cost Basis
PRES	\$ 3	\$ 15
BIT	77	83
	<u>\$ 80</u>	<u>\$ 98</u>

**Note 15. Subsequent Events**

In May 2021 the Company issued 5,000 shares of common stock to Sara Moline who will provide services as an executive assistant for the Company for a probationary period of three months.

On May 23, 2021 the Company entered into an Investor Relations agreement with RedChip Companies. The term of the agreement is for one year. The Company will pay \$12,500 per month plus issue 75,000 shares of common stock.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

*Certain statements in this section contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this report and not clearly historical in nature are forward-looking, and the words “may,” “will,” “should,” “could,” “would,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “intends,” “potential,” and similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) generally are intended to identify forward-looking statements. Any statements in this report that are not historical facts are forward-looking statements. Actual results may differ materially from those discussed from time to time in the Company’s Securities and Exchange Commission filings. The Company undertakes no obligation to update or revise any forward-looking statement for events or circumstances after the date on which such statement is made except as required by law.*

### EXECUTIVE OVERVIEW

*The executive overview of the MD&A highlights selected information and does not contain all of the information that is important to readers of this Quarterly Report on Form 10Q.*

Our strong first quarter results reflect the strength of the crypto price cycle we entered in Q4 2020. We saw many crypto assets reach all time high prices, high levels of volatility, and increased interest across the entire blockchain. Crypto market capitalization reached nearly \$2 trillion at the end of the first quarter compared to \$1 trillion at the end of last quarter of the last fiscal year. We were well positioned to take advantage of this market trend.

Our involvement in certain development projects since revamping our operations in April 2020 has provided substantial amounts of cryptocurrencies at entry point levels during initial roll out of new platforms and products. Accepting these payments in cryptocurrencies has opened the doors to staking and interest earning at unprecedented rates within the markets which has compounded our growth. While we accept certain and inherent risks associated with the volatility of the current blockchain markets, our involvement with clients birthing new products limits our risks to time, effort, and energy risks which shields us from the blockchain markets rise and falls. While we are not immune to the variances within the market, our basis of entry is often low and as such can withstand the day-to-day valuations of the market.

Despite our strong first quarter results, the rapid expansion of Blockchain also creates challenges for us. Competition is increasing as new market entrants join the blockchain every month. Our competitors are supporting certain crypto assets that are experiencing large trading volume and growth in market capitalization that we do not currently participate in, as well as offering new products and services that we are developing and/or do not offer. We welcome these challenges as they indicate that the market we serve is growing rapidly, but we also have to continue to move quickly to address them, and that inspires us towards action and growth.

### HISTORY AND BACKGROUND

#### Company Name

The Company was incorporated in the State of Delaware on March 30, 2017 originally under the name GigeTech, Inc. On October 31, 2017, the Company changed its name to OBITX, Inc. On May 23, 2021, the Company changed its name from OBITX, Inc., to Everything Blockchain, Inc.

The Company is headquartered in Fleming Island, Florida.

#### Change of Control

The Company was founded as a wholly owned subsidiary of BOTS, Inc. On November 1, 2017, the Company had its first change of control when additional shares were issued to the Company’s management and consultants. In addition, BOTS conducted a spin-off issuing shares of ownership of the Company to its shareholders. On April 17, 2020 shares of Series A Preferred stock were issued to two parties effecting the Company’s second change of control.

#### Business Model

The Company’s early model was to earn revenue through social media advertising, fees, and services. Under this plan, the Company developed its white label software solution for BOTS under the 420 Cloud brand. After multiple attempts to secure acceptance in the market, the Company discontinued this operation during the fiscal year ended January 31, 2020.

In April 2020 the Company divested and sold its white label software solution and changed direction of its business. The Company has become a developer, engineer, and consultant in the industry of blockchain technologies.

## GENERAL OVERVIEW

The Company is headquartered in Fleming Island, Florida.

Our current website can be found at [www.obitx.com](http://www.obitx.com), which is not incorporated as part of this Form 10Q. In addition, we have acquired the domain [www.everythingblockchain.io](http://www.everythingblockchain.io) which is not incorporated as part of this Form 10Q, nor currently operational.

## Corporate Information

Our principal executive office is located at 3027 US Highway 17, Fleming Island, Florida 32003 and our telephone number is (321) 802-2474.

Our fiscal year end is January 31 of each calendar year.

## EMPLOYEES AND CONSULTANTS

As of April 30, 2021, the Company has 4 employees. There are currently 3 consultants who fulfill a majority of the sales and marketing aspects of the business operations. Current management receives no base salary and is paid 10% of the gross sales earned by the Company.

## Available Information

All reports of the Company filed with the SEC are available free of charge through the SEC's Web site at [www.sec.gov](http://www.sec.gov). In addition, the public may read and copy materials filed by the Company at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. The public may also obtain additional information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330.

## Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to uncollectible receivables, inventory valuation, deferred compensation and contingencies.

We base our estimates on historical performance and on various other assumptions that we believe to be reasonable under the circumstances. These estimates allow us to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

We believe the following accounting policies are our critical accounting policies because they are important to the portrayal of our financial condition and results of operations and they require critical management judgments and estimates about matters that may be uncertain. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition and results of operations for future periods could be materially affected.

## Results of Operations

Our operating results for the three months ended April 30, 2021 and 2020 is summarized as follows (in thousands):

	For the three months ended	
	April 30,	
	2021	2020
Sales	\$ 1,153	\$ -
Cost of services	571	-
Gross income	582	-
Total operating expenses	140	(48,212)
Net profit (loss) from operations	\$ 442	\$ (48,212)



## **Results of Operations for the three months ended April 30, 2021 and 2020**

### *Revenue*

We generated \$1,153K in revenue for the quarter ending April 30, 2021 and no revenue from operations for the three months ended April 30, 2020. Revenue generated for the quarter ended April 30, 2021 consisted of \$1,040K from consulting services, \$41K from staking, \$61K from the sale of cryptocurrency sales, and \$11K in interest.

### *Cost of Goods Sold*

The cost of services for the quarters ending April 30, 2021 was \$571K as compared to \$0 for the quarter ending April 30, 2020.

### *Gross Profit*

The gross profit for the quarter ended April 30, 2021 was \$582K as compared to \$0 for the quarter ended April 30, 2020.

### *Operating Expenses*

Our operating expenses decreased by \$48,072K to \$140K for the three months ended April 30, 2021, from \$48,212K for the three months ended April 30, 2020.

In the three months ended April 30, 2021 our consultant fees of \$0K decreased by \$34K from \$34K for the quarter ending April 30, 2020. Our payroll increased by \$114K for the quarter ended April 30, 2021. There was no payroll for the quarter ended April 30, 2020. Our selling, general and administrative costs were reduced by \$48,153K to \$25K for the quarter ending April 30, 2021 from \$48,178K for the quarter ending April 30, 2020.

Our general and administrative expenses consist of payroll, consultant fees, bank charges, telephone expenses, meals and entertainments, computer and internet expenses, postage and delivery, office supplies, professional fees, legal, accounting, reporting fees, and other miscellaneous fees.

### *Net Profit/Loss from operation*

Our net profit/loss from operations increased by \$48,654K to a net profit of \$442K for the three months ended April 30, 2021 as compared to a net loss of \$48,212K for the quarter ended April 30, 2020. The difference primarily came from stock-based compensation expense recorded in the quarter ended April 30, 2020. We had a \$537K increase in consulting fees and an increase of \$114K in payroll. With the exception of the stock-based compensation expense we had of an increase of \$14K in selling, general and administrative cost.

## **Discontinued Operations**

We recorded a loss of \$800 from discontinued operations for the three months ended April 30, 2020.

## **Liquidity and Capital Resources**

### *Introduction*

During the three months ended April 30, 2021 we gained \$41K in cash. Our cash on hand as April 30, 2021 was \$41K.

### *Cash Requirements*

We had cash available of \$41K as of April 30, 2021. Based on our revenues, cash on hand and current monthly burn rate, we must rely on financing to fund current operations on a daily basis.

## **Sources and Uses of Cash**

### *Operations*

We gained \$1,393K in cash by operating activities for the three months ended April 30, 2021, as compared to using \$15K for the three months ended April 30, 2020.

Net cash gained for the quarter ended April 30, 2021 consisted primarily of the net profit of \$767K with non-cash adjustments due to impairment of cryptocurrencies of \$17K. In addition, changes in assets and liabilities consisted of increases of \$634K in accounts payable to related party, \$17K in accounts payable, \$233K in reverse of bad debt, \$200K in deferred revenue and \$10K in accrued interest and a decrease of \$1K in prepaid expenses.

Net cash used by operations for the quarter ended April 30, 2020 consisted primarily of the net loss of \$48,218K offset by non-cash expenses of \$48,513K in stock-based compensation and \$4K of imputed interest. Additionally, changes in assets and liabilities consisted of increases of \$45K in accounts payable, and \$1K in accrued interest.

### *Investments*

We utilized \$1,933K and \$0 in investing activities for the three months ended April 30, 2021 and April 30, 2020. The Company accepted payment and/or purchased \$1,933K in cryptocurrencies for the quarter ended April 30, 2021.

### *Financing*

We had net cash provided in financing activities of \$600K and \$15K for the quarters ending April 30, 2021 and 2020 respectively. Our financing activities consisted of an increase of \$500K in a loan from a related party and \$100K in net proceeds from the issuance of stock for the quarter ending April 30, 2021. In addition, we had a \$15 net increase from loans from a related party for the quarter ending April 30, 2020.

## **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we consider material.

## **Going Concern**

Our financial statements are prepared using generally accepted accounting principles, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. Because the business is relatively new and has a short history and relatively few sales, no certainty of continuation can be stated. The accompanying financial statements for the three months ended April 30, 2020 have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

Currently the company has a negative working capital as there have been a significant loss. The large accumulated deficit raises substantial doubt about its ability to continue as a going concern.

## **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are a smaller reporting company and therefore, we are not required to provide information required by this Item of Form 10-Q.

#### **Item 4. Controls and Procedures**

##### **Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures.

We carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of April 30, 2019. In designing and evaluating the disclosure controls and procedures, management recognizes that there are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their desired control objectives. Additionally, in evaluating and implementing possible controls and procedures, management is required to apply its reasonable judgment. Based on the evaluation described above, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report because we did not document our Sarbanes-Oxley Act Section 404 internal controls and procedures.

As funds become available to us, we expect to implement additional measures to improve disclosure controls and procedures such as implementing and documenting our internal controls procedures.

##### **Changes in internal controls over financial reporting**

There have been no changes in our internal control over financial reporting during the quarter ended April 30, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

##### *Limitations on the Effectiveness of Controls*

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The Company's management, including its Principal Executive Officer and its Principal Financial Officer, do not expect that the Company's disclosure controls will prevent or detect all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

## **PART II – OTHER INFORMATION**

### **Item 1. Legal Proceedings**

The Company is not involved in any legal proceedings which management believes will have a material effect upon the financial condition of the Company, nor are any such material legal proceedings anticipated.

### **Item 1A. Risk Factors**

As a smaller reporting company, we are not required to provide the information required by this Item.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

On April 12, 2021 Epic Industry Corp, wholly owned by Michael Hawkins, the Company's CFO, exercised the warrant it has and purchased 100,000 shares of common stock in exchange for \$100,000. Epic Industry Corp elected to issue the shares in the name of Timothy R Schucker and Anastasia Hawkins JTWROS, the daughter and son-in-law of Michael Hawkins.

On April 22, 2020 the Company converted the following accounts payable into shares of common stock at the rate of \$0.75 per share.

<b>Name</b>	<b>Shares Issued</b>
Paul Rosenberg	130,128
Brandy Craig	88,455
Law Offices of Carl G Hawkins	8,504
Thomas G Amon	19,230
Total	246,317

During the quarter ending April 30, 2020 the Company sold 150,000 shares of Series A Preferred Stock to Epic Industry Corp at par value for a total payment of \$15. Epic Industry Corp, through its sole shareholder directed the Company to issue 100,000 shares of Series A Preferred stock to Overwatch Partners, Inc., with the remaining 50,000 shares to Epic Industry Corp.

During the quarter ending April 30, 2020 the Company issued 150,000 shares of Series B Preferred stock to Paul Rosenberg in exchange for 60 cryptocurrency ATM machines.

On April 29, 2020 the Company converted 5,000,000 shares of common stock owned by BOTS, Inc., into 500,000 shares of Series B Preferred stock.

On May 19, 2021 the Company issued 5,000 shares of common stock to Sarah Moline for services provided.

On May 23, 2021 the Company issued 75,000 shares of common stock to RedChip Companies, Inc.

### **Item 3. Defaults Upon Senior Securities**

There have been no events that are required to be reported under this Item.

### **Item 4. Mine Safety Disclosures**

There have been no events that are required to be reported under this Item.

### **Item 5. Other Information**

There have been no events that are required to be reported under this Item.

**Item 6. Exhibits**

<a href="#"><u>31.1</u></a>	<a href="#"><u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
<a href="#"><u>31.2</u></a>	<a href="#"><u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
<a href="#"><u>32.1 *</u></a>	<a href="#"><u>Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
<a href="#"><u>32.2 *</u></a>	<a href="#"><u>Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

\* Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Everything Blockchain, Inc.**

Dated: June 2, 2021

By: /s/ Eric Jaffe  
Its: Eric Jaffe  
Chief Executive Officer  
(Principal Executive Officer)

Dated: June 2, 2021

By: /s/ Michael Hawkins  
Its: Michael Hawkins  
Chief Financial Officer  
(Principal Financial Officer)

**Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer**

I, Eric Jaffe, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Everything Blockchain, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: June 2, 2021

By: /s/ Eric Jaffe  
Its: Eric Jaffe  
Chief Executive Officer  
(Principal Executive Officer)

**Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer**

I, Michael Hawkins, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Everything Blockchain, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: June 2, 2021

By: /s/ Michael Hawkins  
Its: Michael Hawkins  
Chief Financial Officer  
(Principal Financial Officer)



**CERTIFICATION PURSUANT TO 18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended April 30, 2021 of Everything Blockchain, Inc. (the "Company"), as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Eric Jaffe, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: June 2, 2021

By: /s/ Eric Jaffe  
Its: Eric Jaffe  
Chief Executive Officer  
(Principal Executive Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.

**CERTIFICATION PURSUANT TO 18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the quarter ended April 30, 2021 of Everything Blockchain, Inc. (the "Company"), as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), I, Michael Hawkins, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: June 2, 2021

By: /s/ Michael Hawkins

Its: Michael Hawkins  
Chief Financial Officer  
(Principal Financial Officer)

This certification accompanies this report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934, as amended.